

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-------------------------------------|---|--------------------|
| RONALD CANTOR, <u>et al.</u> , | : | |
| | : | |
| Plaintiffs, | : | |
| | : | |
| v. | : | No. 97-CIV-586-KAJ |
| | : | |
| RONALD O. PERELMAN, <u>et al.</u> , | : | |
| | : | |
| Defendants. | : | |
| | : | |

**TRANSMITTAL DECLARATION OF JAMES A. WHITNEY IN SUPPORT OF
DEFENDANTS' MOTION TO STRIKE PLAINTIFFS' JURY DEMAND**

James A. Whitney hereby deposes and says:

1. I am associated with Skadden, Arps, Slate, Meagher & Flom LLP, counsel for the defendants in this action. I submit this declaration in support of defendants' Motion to Strike Plaintiffs' Jury Demand (the "Motion") against Ronald Cantor, Ivan Snyder and James A. Scarpone, as Trustees of the MAFCO Litigation Trust, and as Successors in Interest to Marvel Entertainment Group, Inc., et al.

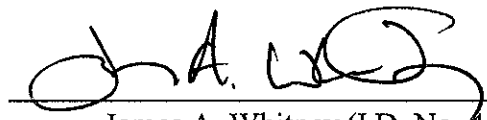
2. Attached hereto are true and correct copies of the following documents referenced in the defendants' opening brief in support of the Motion:

| Exhibit No. | Description |
|-------------|---|
| A | Fourth Amended Joint Plan Of Reorganization Proposed By The Secured Lenders And Toy Biz, Inc., filed July 31, 1998 in <u>In re Marvel Entertainment Group, Inc.</u> , Case No. 97-638-RRM (D. Del.) |

| Exhibit No. | Description |
|-------------|--|
| B | MAFCO Litiation Trust Agreement by and among Marvel Entertainment Group, Inc., <u>et al.</u> , Marvel Enterprises, Inc. and Ronald Cantor as MAFCO Litigation Trustee, <u>et al.</u> , dated as of October 1, 1998 |
| C | Excerpt from Brief of Plaintiffs-Appellants filed in <u>Cantor v. Perelman</u> , No. 04-2896 (3d Cir.) (excerpt includes cover page and pages 54-56) |

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on October 21, 2005, Wilmington, Delaware.


James A. Whitney (I.D. No. 4161)